

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re

Chapter 11

HIA TRADING ASSOCIATES, et al.,

Case No. 05-10171 (RDD)

Debtors.

(Jointly Administered)

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**STIPULATION AND ORDER AMENDING AMENDED
INTERIM ORDER AUTHORIZING USE OF CASH COLLATERAL
AND PROVIDING ADEQUATE PROTECTION**

The Debtors¹, the Prepetition Agent, the Prepetition Lenders and the Creditors' Committee hereby agree that the Cash Collateral Order is amended as follows:

1. Notwithstanding anything to the contrary contained in paragraph 2 of the Cash Collateral Order, during the period (the "Budget Period") beginning with April 6, 2005 and ending on the Termination Date, the Debtors are authorized to use Cash Collateral solely and exclusively for the disbursements set forth in the budget, which is attached hereto as Exhibit A, and for no other purposes.

2. Notwithstanding anything to the contrary contained in paragraph 3 of the Cash Collateral Order, during the Budget Period, the Prepetition Agent and the Prepetition Lenders shall not sweep the Collections and Proceeds on deposit in the Operating Account and the Concentration Account.

3. Clause (xiv) of paragraph 8 of the Cash Collateral Order is amended by replacing "April 2, 2005" with "April 14, 2005".

4. As amended hereby, the Cash Collateral Order shall continue in

¹ All capitalized terms not otherwise defined in this Stipulation and Order are used herein as defined in the Amended Interim Order Authorizing Use of Collateral and Providing Adequate Protection, dated February 17, 2005 (the "Cash Collateral Order").

effect in accordance with the provisions thereof.

5. This Stipulation and order may be executed by the parties in counterparts, including by signature transmitted by facsimile. Each counterpart when so executed shall be deemed to be an original, and all such counterparts together shall constitute the same instrument.

Dated: April 7, 2005
New York, New York

SO ORDERED:

/s/Robert D. Drain
United States Bankruptcy Judge

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